

7011-2
RECORDATION NO. _____ Filed & Recorded

JAN 31 1974 -1 10 PM

SUPPLEMENTAL AGREEMENT INTERSTATE COMMERCE COMMISSION

This SUPPLEMENTAL AGREEMENT, effective as of January 31, 1974, by and among SECURITY NATIONAL BANK, a national banking association incorporated and existing under the laws of the United States, as Trustee under the Trust Agreement as hereinafter defined (hereinafter called "Security"); and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "RLC"):

W I T N E S S E T H :

WHEREAS, Security and RLC as successor to Marathon Leasing Company, a Delaware corporation, have previously entered into Marathon Leasing Company Equipment Trust, Series Five, dated as of April 1, 1973, and filed with the Interstate Commerce Commission at 1:15 p.m. on May 1, 1973, under Recordation No. 7011 (hereinafter the "Trust Agreement"), pursuant to which Trust Agreement there were issued and sold Trust Certificates in the aggregate amount of \$3,000,000 (hereinafter the "Trust Certificates") which funds (the "Trust Funds") have constituted the Marathon Leasing Company Equipment Trust, Series Five (the "Equipment Trust, Series Five"); and

WHEREAS, a portion of the Trust Funds have been disbursed from time to time to finance 80% of the purchase price of the Trust Equipment (as defined in the Trust Agreement); and

WHEREAS, RLC is desirous of financing from the Trust Funds pursuant to the Trust Agreement certain additional railway equipment specified in Attachment A hereto (hereinafter the "Railway Equipment"), which Railway Equipment is subject to the Leases specified in Attachment B hereto (the "Leases"); the Railway Equipment and the Leases not having been included

in the Trust Agreement or in the Exhibits A or B thereto when the Trust Agreement was originally executed; and

WHEREAS, Security is agreeable to amend the Trust Agreement to include in Exhibit A the Railway Equipment and in Exhibit B the Leases.

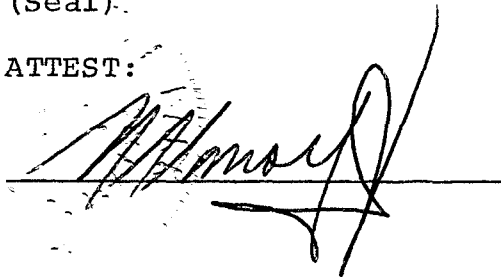
NOW, THEREFORE, in consideration of the premises and the mutual covenants and promises herein contained, Security and RLC hereby agree as follows:

The Trust Agreement is hereby amended to include in Exhibit A the Railway Equipment listed in Attachment A hereof, and to include in Exhibit B the Leases listed in Attachment B hereof. Accordingly, each time the term "Trust Equipment" is used in the Trust Agreement it shall mean and include the Railway Equipment, and each time the term "Existing Leases" is used in the Trust Agreement, it shall mean and include the Leases.

IN WITNESS WHEREOF, Security and RLC have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

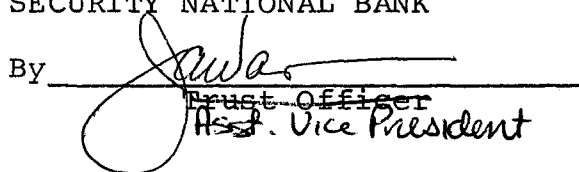
(Seal).

ATTEST:



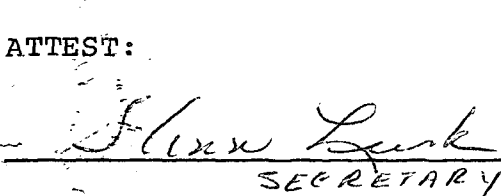
SECURITY NATIONAL BANK

By


Trust Officer
Asst. Vice President

(Seal)

ATTEST:


Flux Lusk
SECRETARY

RICHMOND LEASING COMPANY

By



THE STATE OF ~~TEXAS~~ ^{New York} §
COUNTY OF ~~HARRIS~~ ^{New York} §

BEFORE ME, the undersigned authority, on this day personally appeared JAMES A. WATERMAN, ~~Trust Officer~~ ^{Asst. Vice President} of SECURITY NATIONAL BANK, a national banking association, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 30th day of January, 1974.

My Commission Expires: _____

Dorothy Brooks
~~Notary Public in and for~~
~~Harris County, Texas~~

DOROTHY BROOKS
Notary Public, State of New York
No. 03-5464826
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1974

THE STATE OF TEXAS §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared C. T. Carolan, President of RICHMOND LEASING COMPANY, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 26th day of January, 1974.

My Commission Expires: _____

June 1, 1975

Dianne De Moss
Notary Public in and for
Harris County, Texas

<u>Lessee</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>	<u>Maximum Cost</u>	<u>Term of Lease</u>	<u>Date of Earliest Service</u>	<u>Monthly Rental</u>
Petrolane	17	DOT112A400W	33,500	RTMX 4200 thru 4216	\$493,935	120 months	January, 1974	\$5,032.00
Pennwalt	3	DOT111A100W5	20,500	RTMX 2091 thru 2093	74,310	144 months	January, 1974	805.50

ATTACHMENT A

ATTACHMENT B

1. Tank car Lease and Service Contract dated December 15, 1973 between Marathon Leasing Company (now Richmond Leasing Company) and Petrolane Transport, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
17	33,500 gal. DOT112A400W	RTMX 4200 through 4216

2. Tank Car Lease and Service Contract dated July 1, 1973 between Marathon Leasing Company (now Richmond Leasing Company) and Pennwalt Corporation and Rider No. 1 thereto, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
3	20,500 gal. DOT111A100W5	RTMX 2091 through 2093